

**BEFORE THE BOARD OF OIL, GAS AND MINING  
DEPARTMENT OF NATURAL RESOURCES  
STATE OF UTAH**

IN THE MATTER OF THE REQUEST FOR  
AGENCY ACTION OF BILL BARRETT  
CORPORATION FOR AN ORDER POOLING  
ALL INTERESTS, INCLUDING THE  
COMPULSORY POOLING OF THE INTERESTS  
OF INTRUST BANK, N.A., TRUSTEE OF THE  
CHARLES MATTINGLY FAMILY TRUST  
DATED 1/23/85, BLACK STONE MINERALS  
COMPANY, L.P., BSNR RAPTOR, L.P.,  
BRADLEY C. GOODRICH AND TRACIE  
BROWN IN THE DRILLING UNIT  
ESTABLISHED FOR THE PRODUCTION OF  
OIL AND ASSOCIATED GAS AND  
HYDROCARBONS FROM THE LOWER GREEN  
RIVER-WASATCH FORMATIONS COMPRISED  
OF ALL OF SECTION 22, TOWNSHIP 2 SOUTH,  
RANGE 2 WEST, USM, DUCHESNE COUNTY,  
UTAH

**NOTICE OF HEARING**

Docket No. 2013-003  
Cause No. 139-101

THE STATE OF UTAH TO ALL PERSONS INTERESTED IN THE FOLLOWING MATTER.

Notice is hereby given that the Board of Oil, Gas and Mining ("Board"), State of Utah, will conduct a hearing on WEDNESDAY, FEBRUARY 27, 2013, at 9:00 AM, or as soon thereafter as possible, in the auditorium of the Department of Natural Resources, 1594 West North Temple, Salt Lake City, Utah.

The hearing will be conducted as a formal administrative adjudication in accordance with the rules of the Board as set forth in Utah Administrative Code R641 et seq. and as provided for in Utah Code Ann. § 40-6-1 et seq. and Utah Code Ann. § 63G-4-101 through 601.

The purpose of the hearing will be for the Board to receive testimony and evidence regarding a Request for Agency Action that the Board enter an Order:

1. Pooling the interests of all parties subject to the jurisdiction of the Board, including the compulsory pooling of the interests of INTRUST Bank, N.A., as Trustee of the Charles Mattingly Family Trust dated 1/23/85 ("Mattingly Trust"), Black Stone Minerals Company, L.P. ("Black Stone"), BSNR Raptor, L.P. ("BSNR"), Bradley C. Goodrich ("Goodrich") and Tracie Brown ("Brown") in the drilling unit established for the production of oil and associated gas and hydrocarbons from the Lower Green River-Wasatch formations defined as:

limited to depths from the stratigraphic equivalent of 9,600 feet depth in the “E” Log of the Carter #2 Bluebell Well located in the SW¼NW¼, Section 3, Township 1 South, Range 2 West, U.S.M. (which equivalence is the depth 9,530 feet of the SP curve, Dual Induction Log, run March 15, 1968, in the Chevron #1 Blanchard Well located in the NW¼SE¼ of said [Section 3]), to the base of the Green River-Wasatch formations,

and comprised of the entirety of Section 22, Township 2 South, Range 2 West, USM, retroactively effective as of September 26, 2012; and

2. Declaring the Mattingly Trust, Black Stone, BSNR, Goodrich and Brown as “non-consenting owners” as that term is defined in Utah Code Ann. §40-6-2(11) and as owners “deemed to have refused to bear [their] proportionate share of costs” in accordance with Utah Admin. Code Rule R649-2-9(1) as relating to the South Altamont 10-22-22 and 13-22-22 Wells (collectively the “Subject Wells”); and

3. Declaring Bill Barrett Corporation, as Operator on behalf of itself and EP Energy E&P Company, L.P., Croff Enterprises, Inc. d/b/a Croff Oil Company, T.C. Craighead & Company, Broughton Petroleum, Inc., Newfield Production Company, Dusty Sanderson, Argo Energy Partners, Ltd., and Jeff Nicora (in such capacity “BBC”), as a “consenting owner” as that term is defined in Utah Code Ann. §40-6-2(4) as relating to the Subject Wells; and

4. Providing for the recovery by BBC in such capacity from the Mattingly Trust’s, Black Stone’s, BSNR’s, Goodrich’s and Brown’s respective shares of production of the costs set forth in Utah Code Ann. §40-6-6.5(4) as relating to the Subject Wells, including a non-consent penalty of 300% pursuant to Utah Code Ann. §40-6-6.5(4)(d)(i)(D) and estimated plugging and abandonment costs of \$75,000 for each well; and

5. Providing for the payment of a 16.466203% proportionately reduced royalty to the Mattingly Trust, Black Stone, BSNR, Bradley Goodrich and Brown, respectively, during the cost recovery period as provided in Utah Code Ann. §§40-6-6.5(6) and (8); and

6. Adopting the terms of the joint operating agreement attached to the Request for Agency Action as Exhibit “1” to govern operations on said unit between BBC and the Mattingly Trust, Black Stone, BSNR, Goodrich and Brown, respectively, to the extent not inconsistent with the foregoing, as provided in Utah Code Ann. §40-6-6.5(2)(c); and

7. Generally including all such other terms and conditions as required under Utah Code Ann. §40-6-6.5; and

8. Providing for such other and further relief as may be just and equitable under the circumstances.

Objections to the Request for Agency Action must be filed with the Secretary of the Board at the address listed below no later than the 10th day of the month, or two weeks before the scheduled hearing, whichever is earlier. A party must file a timely written objection or other response in order to participate as a party at the Board hearing.

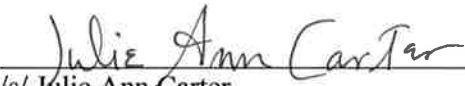
Natural persons may appear and represent themselves before the Board. All other representation by parties before the Board will be by attorneys licensed to practice law in the State of Utah, or attorneys licensed to practice law in another jurisdiction which meet the rules of the Utah State Bar for practicing law before the Utah Courts.

Persons interested in this matter may participate pursuant to the procedural rules of the Board. The Request for Agency Action, and any subsequent pleadings, may be inspected at the office of the undersigned.

Pursuant to the Americans with Disabilities Act, persons requiring auxiliary communicative aids and services to enable them to participate in this hearing should call Julie Ann Carter at (801) 538-5277, at least three working days prior to the hearing date.

DATED this 30th day of January, 2013.

STATE OF UTAH  
BOARD OF OIL, GAS AND MINING  
James T. Jensen, Chairman

  
/s/ Julie Ann Carter  
Board Secretary  
1594 West North Temple, Suite 1210  
Salt Lake City, Utah 84116  
(801) 538-5277

### **CERTIFICATE OF SERVICE**

I hereby certify that I caused a true and correct copy of the foregoing **NOTICE OF HEARING** for Docket No. 2013-003, Cause No. 139-101 to be mailed via E-Mail, and First Class Mail, with postage prepaid, this 30th day of January, 2013, to the following:

Frederick M. MacDonald  
MacDonald & Miller Mineral Legal  
Services, PLLC  
Attorney for Petitioner  
7090 Union Park Avenue, Suite 420  
Salt Lake City, UT 84047  
[fred@macmillerlegal.com](mailto:fred@macmillerlegal.com)

Michael S. Johnson  
Assistant Attorney General  
Utah Board of Oil, Gas & Mining  
1594 West North Temple, Suite 300  
Salt Lake City, UT 84116  
[mikejohnson@utah.gov](mailto:mikejohnson@utah.gov)

Steven F. Alder  
Assistant Attorney General  
Utah Division of Oil, Gas & Mining  
1594 West North Temple, Suite 300  
Salt Lake City, UT 84116  
[stevealder@utah.gov](mailto:stevealder@utah.gov)

Bill Barrett Corporation  
Attention: David Watts, Landman  
1099 18th Street, Suite 2300  
Denver, CO 80202  
[dwatts@billbarrettcorp.com](mailto:dwatts@billbarrettcorp.com)

Eliason Eight L.L.C.  
4349 Lynne Lane  
Salt Lake City, UT 84121

Dolores G. Monsen, Trustee of the Dolores  
Monsen Family Trust [dated March 21,  
1991]  
486 W. 350 South  
Vernal, UT 84078

Marsha L. Stark  
2459 West 1720 North  
St. George, UT 84770

Guardian & Conservator Services, LLC,  
Successor Trustee of the Floyd Case  
Goodrich Revocable Trust  
P.O. Box 520009  
Salt Lake City, UT 84152-0009

Alma J. Richman and Jeanne Richman  
548 E. 3400 North  
Provo, UT 84601

Carma G. Mathews, [Successor] Trustee of  
the Mathews Family Trust [U/A/D July 19,  
1991]  
HC 65 Box 99  
Altonah, UT 84002

Ronald Miles and Carolyn G. Miles  
P.O. Box 605  
Bluebell, UT 84007

Kenneth Craig Goodrich, Successor Trustee  
of the Clara Faye L. Goodrich Family Trust  
U/A/D December 14, 1992 a/k/a/ the  
Goodrich Family Trust  
3475 Cummings Road  
Salt Lake City, UT 84109

Donald R. Johnson and Ardis Johnson,  
individually and as Trustees  
540 Smith Street  
Lander, WY 82520

Keith Lloyd Goodrich  
561 West 950 South  
Vernal, UT 84078

Marlene Goodrich  
1896 East 4650 South  
Holladay, UT 84117

Angela Goodrich  
5096 Rivedro Street  
Las Vegas, NV 89135

Shantel Marie Goodrich McCook, Personal  
Representative of the Estate of Norman  
Goodrich  
2385 Aspen Hills Place  
Sandy, UT 84092

Boyd Goodrich and Vera C. Goodrich,  
Trustees of the Goodrich Trust U/A/D  
March 10, 1993  
926 E. 250 North  
Springville, UT 84663

Rulon Wade Goodrich  
HC67, Box 36  
Tridell, UT 84076

Claudine G. Winn  
HC67, Box 35  
Tridell, UT 84076

Billie F. Pattavina  
6104 Mulberry Court  
Alexandria, VA 22310

Penroc Oil Corporation  
P.O. Box 2769  
Hobbs, NM 88241

Duane M. Young and Marilyn G. Young,  
Co-Trustees of the Duane M. Young and  
Marilyn G. Young Inter Vivos Trusts [dated  
3-29-1983]  
10074 Flint Drive  
Sandy, UT 84094

Glade Goodrich  
331 S. Ridge Road  
Cedar City, UT 84720

[John G. Robinson, Successor Trustee of  
the] Thomas E. Robinson Family Trust  
[dated 6-1-1984]  
626 Wilford Avenue  
Murray, UT 84107

David Bruce Haight, Jr., a/k/a D. Bruce  
Haight, Jr., and [the Successor Trustee, if  
any, to] Angela B. Haight, Trustees for the  
David Bruce Haight and Angela B. Haight  
Trust, apparently a/k/a/ the D. Bruce and  
Angela Haight Trust U/A/D 9/24/04  
380 Cotton Street  
Menlo Park, CA 94025

James C. Reeder  
512 N. Foothill Road  
Beverly Hills, CA 90210-3402

Patricia Reeder Eubank  
3350 Calle Bonita  
Santa Ynez, CA 93460

Nina Goodrich [Life Estate];  
Larry Dee Goodrich [Rem.]  
3374 N. 700 West  
Pleasant View, UT 84414

Morris D. Goodrich, a/k/a Morris Dee  
Goodrich, and Zelva Goodrich  
2027 Forest Ridge Drive  
Layton, UT 84040

Nina Goodrich [Life Estate];  
Joe Goodrich [Rem.]  
10431 S. Gladys Drive  
South Jordan, UT 84095

Nina Goodrich [Life Estate];  
Bonnie Goodrich Tew, a/k/a/ Bonnie  
Goodrich [Rem.]  
P.O. Box 716  
Bluebell, UT 84007

Mark A. Chapman  
P.O. Box 1389  
Sealy, TX 77474

Red River Royalties, Inc.  
P.O. Box 576  
Ardmore, OK 73402

Weaver Four Investments, a partnership  
7817 Villanueva NE  
Albuquerque, NM 87109-6610

Deaton Investments, a partnership  
5415 Chevy Chase Parkway, NW  
Washington, DC 20015

Keith A. Walker and JoAnn G. Walker  
517 East Center Street  
Clearfield, UT 84015

Drew Goodrich and Theora A. Goodrich  
Trustees or [their] Successor Trustees of the  
Drew and Theora Goodrich Family trust  
dated the 15th day of June, 2006  
2043 N. 2350 East  
Layton, UT 84040

Dallas J. Hatch  
838 East South Temple #106  
Salt Lake City, UT 84108

Kenneth Craig Goodrich  
3475 Cummings Road  
Salt Lake City, UT 84109

Mark L. Goodrich  
6864 Liza Lane  
West Jordan, UT 84081

Paul R. Goodrich  
864 E. 680 North  
Orem, UT 84097

Brian John Goodrich  
108 E. 1950 South  
Clearfield, UT 84015

LeAnn Emery, a/k/a LeAnn Portillo  
1601 Fox Park Drive, Apt. 9-H  
West Jordan, UT 84088

Everett Lynn Goodrich  
421 W. 2540 North  
Lehi, UT 84043

Falcon Royalties LLC, Executive Rights  
Owner and Agent  
15601 Dallas Parkway, Suite 900  
Addison, TX 75001

Dillman Family, L.L.C.  
3206 E. Old Mill Circle  
Salt Lake City, UT 84121-6916

Paul R. Lunt and Naomi D. Lunt, Trustees  
of the Paul R. and Naomi D. Lunt Living  
Trust, dated February 18, 1994  
439 Circleway Drive  
Cedar City, UT 84720

David H. Dillman  
4022 West 5600 South  
Spanish Fork, UT 84660-4333

[The Successors of] Mary D. Eldredge,  
Trustee(s) [of the Mary D. Eldredge] Living  
Trust – 2/1/93  
4818 Hardison Court  
Fair Oaks, CA 95628-5110

La Rae Smith  
1331 N. Dixie Downs, Unit 151  
St. George, UT 84770

Linda McDaniels a/k/a Linda McDaniel  
275 S. 625 West  
Blackfoot, ID 83221

Peggy Ashton  
33 S. Sherwood Drive  
Providence, UT 84332

BHCH Mineral, Ltd.  
5111 Broadway  
San Antonio, TX 78209

Michael C. Goodrich  
8510 West Hill Road Parkway  
Garden City, ID 83714-2500

Billy J. Goodrich  
8810 W. Cory Lane  
Boise, ID 83704-6904

Fred W. Goodrich  
Route 2, Box 2124  
Roosevelt, UT 84066

Stephen M. Gritton and Bonnie P. Gritton  
235 West 2950 South  
South Salt Lake City, UT 84115

Glen Allen Reidhead and Marlene Seeley  
Reidhead, Trustees of the Glen Allen  
Reidhead Family Revocable Trust dated  
June 2, 2011  
939 South 2300 East  
Springville, UT 84663-3902

Sharron G. Thorpe, Trustee of the Sharon G.  
Thorpe Family Trust, dated September 18,  
1985, as amended March 11, 2008  
6900 S. 595 East  
Midvale, UT 84047

Don Carlos Seeley  
2024 Bennigan Street  
League City, TX 77573-4981

Jeanne S. Cox f/k/a Jeanne Seeley Layton  
1199 Cliffside Drive  
Logan, UT 84321-4904

Wallace Dal Seeley and Beatrice Angus  
Seeley  
4253 South 2785 West  
Salt Lake City, UT 84119-5221

Jennifer Seeley, as Trustee of the Jennifer  
Seeley Family Protection Trust Dated  
February 25, 2005  
P.O. Box 552  
Millville, UT 84326-0552

Waylon Eugene Champion and Janet  
Seeley Champion  
2414 East 6600 South  
Salt Lake City, UT 84121-2654

Kaye Seeley  
HC65 Box 65  
Bluebell, UT 84007

Argo Energy Partners, Ltd.  
P.O. Box 1808  
Corsicana, TX 75151

Covey Minerals, Inc.  
c/o Gary R. Nelson  
2733 E. Parleys Way, Suite 304  
Salt Lake City, UT 84109

[Daniel A. Sisk and Katherine B. Sisk,  
Trustees of the] Daniel A. Sisk and  
Katherine B. Sisk Revocable Trust  
5917 Camino Placido NE  
Albuquerque, NM 87109-3849

Carter Bravmann  
1625 N. Crescent Heights Blvd.  
Los Angeles, CA 90069

Scott Bravmann  
631 O'Farrell Street, #408  
San Francisco, CA 94109

Wild Bull, LLC  
57 South 500 East  
Roosevelt, UT 84066

Hyde M. Merrill and Roxanne R. Merrill  
379 Sandy Land Lane  
Sandy, UT 84047

[Billie Lee Coulam, a/k/a Billie Coulam, and  
Carolyn Coulam Panos, a/k/a Carolyn  
Panos, Trustees of the] Ronald Coulam  
Trust [dated July 21, 1999]  
960 S. Donner Way, Apt. #240  
Salt Lake City, UT 84108

Katherine McClaugherty, a/k/a  
Katherine McClaugherty Roe  
P.O. Box 4070  
Santa Fe, NM 87502

Wells Fargo Bank, N.A., Trustee of the  
Mary Kathryn Carson Irrevocable Trust  
c/o Oil, Gas & Mineral Management  
P.O. Box 1959  
Midland, TX 79702

Cale Wellman Carson IV, a/k/a Cale  
Wellman Carson, Trustee of the Carson  
Family Trust dated September 6, 1999  
10016 Via Solano  
Reno, NV 89511-5395

Gallagher Headquarters Ranch  
Development, Ltd.  
5111 Broadway  
San Antonio, TX 78209

George G. Vaught, Jr.  
P.O. Box 13557  
Denver, CO 80201

Adrienne Larson  
c/o William S. Nicholson, Agent and  
Attorney-in-Fact  
300 East 4500 South  
Salt Lake City, UT 84107

The University of Utah, a body politic and  
corporate  
540 Arapleen Drive, Suite 250  
Salt Lake City, UT 84108

Gwendolyn W. Cannon  
777 E. South Temple, Apt. 15C  
Salt Lake City, UT 84102

David B. Wirthlin  
2757 St. Marys Way  
Salt Lake City, UT 84102

Wirthlin Family Investments, LLC  
5859 Fontaine Bleu Drive  
Salt Lake City, UT 84121

Christie N. Timothy  
1805 Farnsdale Drive  
Sandy, UT 84092

Tara N. Christensen  
3348 East Austrian Way  
Salt Lake City, UT 84121

Hyrum Hunsaker, a/k/a Hy Dillman  
Hunsaker, Trustee of the L.B. Hunsaker  
Family Trust (A Trust Agreement dated  
May 27, 1993)  
2258 Jennings Street  
Woodbridge, VA 22190

Antelope ORRI, LLC  
2441 High Timbers Drive, Suite 120  
The Woodlands, TX 77380

Rea Eaves Barnes  
9970 NE Highway 240  
Yamhill, OR 97148-8512

Paul L. McCulliss  
P.O. Box 3248  
Littleton, CO 80161

DT Royalty Partners, L.L.C.  
P.O. Box 30564  
Austin, TX 78755

Goldking Energy Partners 1, L.P., a  
Texas limited partnership  
P.O. Box 671099  
Dallas, TX 75367-1099

Leonard Drew Goodrich and Theora  
Goodrich, individually and as Trustees of  
the Drew and Theora Goodrich Family Trust  
dated June 15, 2006  
555 East 2200 North  
North Ogden, UT 84414-2532

Vincent C. Noble  
17513 Plaza Marlena  
San Diego, CA 92128

Monette Noble  
2707 S. Street  
Sacramento, CA 95816-7317

Linsay Noble, a/k/a Lindsay Noble  
720 Arbor Drive  
San Leandro, CA 94577

Hardy Mineral and Royalties, Ltd.  
5111 Broadway  
San Antonio, TX 78209

Travis Company JV, Ltd.  
5111 Broadway  
San Antonio, TX 78209

Kent W. Parker  
1577 Hollyhock Rd.  
Farmington, UT 84025-3870

Jeralie Wirthlin  
2625 Old Orchard Circle  
Holladay, UT 84121

Linda Louise Bischoff  
P.O. Box 344  
Palouse, WA 99161

Robert D. Noble  
7108 Cranbrook Avenue  
Bakersfield, CA 93308-1910

Dennis S. Noble  
P.O. Box 843  
Graton, CA 95444

Leland Woodrow Noble, Jr., a/k/a  
Leland W. Noble  
7021 West Voltaire Avenue  
Peoria, AZ 85381-5062

Allen Forbes Noble  
712 Valley Westside Road  
Colville, WA 99114-9555

Laurence Scott Noble  
4052 Ondine Circle  
Huntington Beach, CA 92649

Marcia S. Wright  
5024 W. Frogs Leap Drive, Apt. 1226  
South Jordan, Utah 84095

Joseph S. Merrill  
P.O. Box 2976  
Mesquite, NV 89024

MST 72 LLC  
8626 Tracey Drive  
Sandy, UT 84093

Fredericksburg Royalty, Ltd.  
5111 Broadway  
San Antonio, TX 78209

J. Ed Eaves, III, a/k/a Jay E. Eaves  
23169 West Yavapai  
Buckeye, AZ 85326-6181

Slover Minerals, L.P.  
3614 Royal Road  
Amarillo, TX 79109

Diane Sutton, a/k/a Mary Diane Sutton  
8545 Folsom Blvd., Space 31  
Sacramento, CA 95826-3717

Susan Eaves Migliori, a/k/a SusanMigliore  
39933 Bella Vista Road  
Temecula, CA 92592

Charles V. Nicora  
2637 Macon Drive  
Sacramento, CA 95835

Thomas W. Parker  
330 North 200 West  
Salt Lake City, UT 84103

Jonathan W. Parker  
2688 Willowbend Drive  
Sandy, UT 84093

G. Preston Parker  
5640 East Hillery Drive  
Scottsdale, AZ 85254-2450

Judith P. Jones  
7684 Silver Lake Drive  
Salt Lake City, UT 84121

Keystone Oil and Gas, LLC  
950 South Garfield Street  
Denver, CO 80209

James E. Anderson  
15304 Willowbrook Lane  
Morrison, CO 80209

Legends Exploration, L.P.  
5851 San Felipe, Suite 760  
Houston, TX 77057

Daniel S. Sam and Penny B. Sam  
1104 West 1700 South  
Vernal, UT 84078

David W. Parker  
1119 Pebble Hills Circle  
Sandy, UT 84094-1928

Richard F. McKean  
875 Three Fountains Drive, #224  
Murray, UT 84107

Farmers National Company, Agent For  
INTRUST Bank, N.A., Trustee of the  
Charles Mattingly Family Trust dated  
1/23/85  
5110 S. Yale, Suite 400  
Tulsa, OK 74135

INTRUST Bank, N.A., Trustee of the  
Charles Mattingly Family Trust dated  
1/23/85  
Box 1  
Wichita, KS 67201-5001

Black Stone Minerals Co., L.P.  
P.O. Box 201709  
Houston, TX 77216-1709

BSNR Raptor, L.P.  
P.O. Box 202250  
Dallas, TX 75320

Bradley C. Goodrich  
3665 S. Springfield Avenue  
Meridian, ID 83642-6937

Tracie Brown  
2735 Knob Hill Drive  
Connelly Springs, NC 28612

EP Energy E&P Company, L.P.  
Attn: Altamont (Utah) Business Area  
Manager  
P.O. Box 4660  
Houston, TX 77210-4660

Croff Enterprises, Inc. (apparently d/b/a  
Croff Oil Company)  
240 St. Paul Street, Ste. 305  
Denver, CO 80206

T.C. Craighead & Company  
P.O. Box 576  
Ardmore, OK 73402

Broughton Petroleum, Inc.  
P.O. Box 1389  
Sealy, TX 77474

Dusty Sanderson  
7802 Bennington Drive  
Amarillo, TX 79119

Argo Energy Partners, Ltd.  
P.O. Box 1808  
Corsicana, TX 75151

Jeff Nicora  
5618 Eastridge Drive  
Sacramento, CA 95842

Newfield Production Company  
Attn: Shane Gillespie  
1001 – 17th Street, Suite 2000  
Denver, CO 80202

A handwritten signature in blue ink that reads "Julie Ann Carter". The signature is written in a cursive style and is positioned above a horizontal line.

**CERTIFICATE OF PUBLISHED NOTICE**

I hereby certify that I caused a true and correct copy of the foregoing NOTICE OF HEARING for Docket No. 2013-003, Cause No. 139-101 to be PUBLISHED in the following newspapers on the following days:

February 3, 2013:

The Salt Lake Tribune and Deseret Morning News, newspapers of general circulation in Salt Lake City and County.

February 5, 2013:

Uintah Basin Standard, a newspaper of general circulation in Duchesne, and Uintah Counties.

